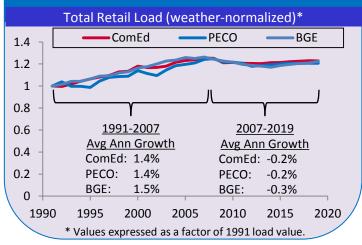
The World Has Changed

Utilities are facing new and significant uncertainty and challenges:

Declining Electric Load Growth

- Energy efficiency and conservation have become a part of the general culture, and are facilitated by new usage control technologies
- Customer self-generation is being increasingly adopted
- Low natural gas prices make natural gas a more attractive electricity substitute





Roughly 2/3 of utility credit ratings were "A-" level or higher in 2000, compared to less than 1/3 today.

Need for Increased Investment

- Desire to ensure greater reliability and resiliency (post Superstorm Sandy, Hurricane Irene)
- · General aging infrastructure
- AMI and Smart Grid deployment
- Higher level of power quality needed for the digital economy
- Grid cybersecurity

Disruptive Technologies

- Greater distributed energy resource adoption (solar, wind, batteries, etc.) due to lowered DER costs and innovative financing
- Alternative vehicle penetration is increasing
- Pace of technology change is outpacing regulatory responses

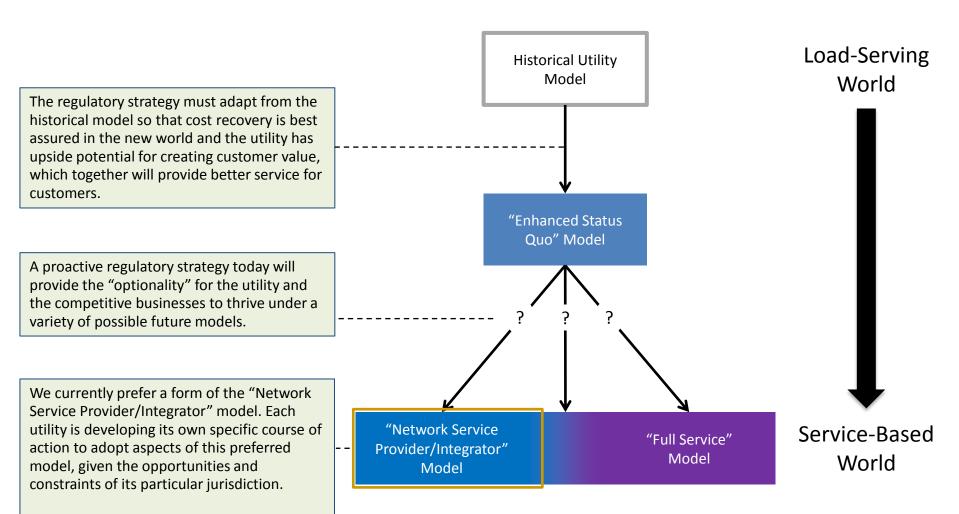
At the same time, customer needs and desires are increasingly differentiated:

- Reliability, Quality, Security different uses of power, digital economy demands, back-up power
- Affordability relationship between price and quality, price stability, time-of-use pricing
- Environmental Stewardship concern about climate change, increased rooftop solar PV
- Usage Management LED lighting, thermostats, smart appliances & home automation

This presents new opportunities for our utilities.

Regulatory Strategy Concept – Transitioning to a New World

An ideal regulatory strategy will navigate and influence the transition from a load-serving world to a service-based world:



Utility Model Spectrum

Network Service Provider/Integrator

· Address innovation: fund shorter asset lives,

shorter rate cases, innovation fund

	Enhanced Status Quo (ESQ)	(NSPI)	Customer Full Service (CFS)
Business Model & Functions	 Maintain low cost universal service Provide some enhanced technology for reliability and resilience Grid functions to deliver energy 	 Add to ESQ new uses of network Distribution operator functions like RTO managing two-way power flows and myriad intermittent and dispatchable resources Optimize communications network: metering functions, public lighting, charging stations 	 Add to ESQ and NSPI Offer full array of generation and related services, including DG, energy efficiency services, and financing options
Operational Needs	 Address aging infrastructure; build, maintain, operate distribution grid; provide moderate to high level of reliability/resiliency at low cost Invest in foundational automation technology, smart meters, remote monitoring and control, and distribution automation Administer state-mandated EE Invest in security measures Interconnect DG on demand 	 Incorporate technology for measurement, data capture, and control related to management of hybrid grid Integrate DG resources into planning and operation of grid by sending correct price signals and managing two-way power flows Compensate customers for technologies that benefit the grid; charge customers for the value the grid provides (due to usage profiles); potentially meter other utilities Ensure opportunity to optimize network 	 Offer wide variety of customized, value-added products and services to customers (e.g., enhanced reliability, better power quality, energy management, generation, network capabilities of smart grid, product bundling) Provide creative price structures for energy products and services Finance customer-owned resources, such as DG and energy efficiency
Regulatory Model Elements	 Address financial impacts of declining loads: match rate structure with cost structure Address stranded cost risk: long-term planning with pre-approval Address regulatory lag with future test year or reconciliation mechanism 	 Enabling leg/reg for new grid activities (e.g., system balancing, control behind the meter, some utility DG ownership) Pricing structures for premium reliability services; redefine "standard service," competitive tariffs, special contracts Backup and other value-based charges 	 Reassess structural model Enabling legislation/regulation to own and/or ratebase DG on a widespread basis, and offer/price a wide variety of tiered products and services on a regulated and competitive basis without regulatory clawback

· Approval of pilot projects involving

• Bilateral performance incentives

emerging technologies

• Address regulatory treatment of data